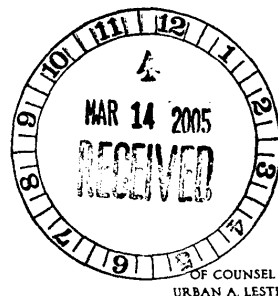


ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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March 14, 2005

RECORDATION NO. 25323 **F**
FILED

MAR 14 '05

12-21 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Supplement to Lease, dated as of January 24, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Lease previously filed with the Board under Recordation Number 25323.

The names and addresses of the parties to the enclosed document are:

Lessor:	ICX Corporation Two Summit Park Drive, Suite 300 Cleveland, Ohio 44131
Lessee:	Carolina Power & Light Company (d/b/a Progress Energy Carolinas, Inc.) 410 South Wilmington Street Raleigh, North Carolina 27601

Mr. Vernon A. Williams
March 14, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

115 cars: PGNX 3100 - PGNX 3214.

A short summary of the document to appear in the index is:

Memorandum of Supplement to Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25323-F FILED

MAR 14 '05

12-21 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUPPLEMENT TO LEASE

This Memorandum of Supplement to Lease is entered into as of January 24th, 2005, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation having its principal place of business at 410 South Wilmington Street, Raleigh, North Carolina 27601 ("Lessee").

Lessor and Lessee have entered into Equipment Schedule No. 004, issued pursuant to that certain Master Rail Lease Agreement having an effective date of October 11, 2004. Pursuant to such Equipment Schedule, Lessor has leased to Lessee One Hundred Fifteen (115)-Johnstown America AutoFlood III Aluminum Hopper Railcars bearing the following identification marks:

PGNX 3100 - 3214

for an initial term of 240 months commencing as of January 24, 2005

IN WITNESS WHEREOF, the parties have executed this Memorandum of Supplement to Lease as of the day and year first written above.

ICX CORPORATION, Lessor

**CAROLINA POWER & LIGHT
COMPANY D.B.A. PROGRESS
ENERGY CAROLINAS, INC., Lessee**

By: 

Name: Dennis J. Diemer
Vice President

Title: _____

By: 

Name: Rodney E. Graddy

Title: Vice President

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS J. DIEMER, its VICE PRESIDENT, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 24th day of JANUARY, 2005.

Rebecca A. Glavin
Notary Public
REBECCA A. GLAVIN
NOTARY PUBLIC • STATE OF OHIO
My Comm. Expires Dec. 3, 2006

State of North Carolina)

County of Wake)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation (the "Corporation"), by Rudney E. Gaddy, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Raleigh, North Carolina, this 24th day of January, 2005.

O. Marcus Taylor
Notary Public

